

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:

Northern District of Texas  
(State)

Case number (if known): Chapter 11

☐ Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

**1. Debtor's name**

Energy &amp; Exploration Partners, Inc.

**2. All other names debtor used in the last 8 years**

Include any assumed names, trade names, and *doing business* as names

**3. Debtor's federal Employer Identification Number (EIN)**

9 4 6 6

**4. Debtor's address****Principal place of business**420 Throckmorton St.  
Number Street  
Suite 1200Fort Worth TX 76102  
City State ZIP CodeTarrant County, TX  
County**Mailing address, if different from principal place of business**Number Street  
P.O. Box

City State ZIP Code

**Location of principal assets, if different from principal place of business**

Number Street

City State ZIP Code

**5. Debtor's website (URL)**

www.enxp.com

**6. Type of debtor**

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))  
☐ Partnership (excluding LLP)  
☐ Other. Specify: \_\_\_\_\_

Debtor Energy & Exploration Partners, Inc.

Case number (if known) \_\_\_\_\_

Name

**7. Describe debtor's business****A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

**B. Check all that apply:**

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

**C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.**See <http://www.naics.com/search/>.2 1 1 1**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. **Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No☐ Yes.

District \_\_\_\_\_

When \_\_\_\_\_

Case number \_\_\_\_\_

MM / DD / YYYY

If more than 2 cases, attach a separate list.

District \_\_\_\_\_

When \_\_\_\_\_

Case number \_\_\_\_\_

MM / DD / YYYY

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**☐ No☒ Yes.

Debtor

See Schedule 1 to Exhibit A

Relationship \_\_\_\_\_

District \_\_\_\_\_

When \_\_\_\_\_

MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known \_\_\_\_\_

Debtor

Energy & Exploration Partners, Inc.  
Name

Case number (if known)

**11. Why is the case filed in this district?**

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
What is the hazard? \_\_\_\_\_
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other \_\_\_\_\_

Where is the property?

Number Street

City

State

ZIP Code

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

**Statistical and administrative information****13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors**

- |   |  |  |
|---|--|--|
| <input type="checkbox"/> 1-49               | <input type="checkbox"/> 1,000-5,000   | <input type="checkbox"/> 25,001-50,000     |
| <input type="checkbox"/> 50-99              | <input type="checkbox"/> 5,001-10,000  | <input type="checkbox"/> 50,001-100,000    |
| <input checked="" type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999            |  |  |

**15. Estimated assets**

- |  |  |   |
|--|--|---|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million    | <input checked="" type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million   | <input type="checkbox"/> \$1,000,000,001-\$10 billion         |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million  | <input type="checkbox"/> \$10,000,000,001-\$50 billion        |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion               |

Debtor Energy & Exploration Partners, Inc. Case number (if known) \_\_\_\_\_  
Name

## 16. Estimated liabilities

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million    | <input type="checkbox"/> \$500,000,001-\$1 billion               |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million   | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million  | <input type="checkbox"/> \$10,000,000,001-\$50 billion           |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion                  |

**Request for Relief, Declaration, and Signatures**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

## 17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/07/2015  
MM / DD / YYYY

x John R. Castellano  
 Signature of authorized representative of debtor

John R. Castellano

Printed name

Title Interim Chief Financial Officer

## 18. Signature of attorney

x [Signature]  
 Signature of attorney for debtor

Date

12/7/2015  
MM / DD / YYYY

William A. (Trey) Wood III

Printed name

Bracewell & Giuliani LLP

Firm name

711 Louisiana, Suite 2300

Number Street

Houston

City

TX 77002

State ZIP Code

(713) 223-2300

Contact phone

Trey.Wood@bgllp.com

Email address

21916050

Bar number

TX

State

**IN THE UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION**

In re

Energy & Exploration Partners, Inc., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 15-[\_\_\_\_\_] (\_\_\_\_)

(Joint Administration Requested)

**EXHIBIT A TO VOLUNTARY PETITION**

1. Identify and briefly describe all real or personal property owned by, or in possession of, the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

- None

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary).

- N/A

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<sup>1</sup> The Debtors in these chapter 11 cases are: Energy & Exploration Partners, Inc. (9466); Energy & Exploration Partners, LLC (8621); Energy & Exploration Partners Operating GP, LLC (4266); and Energy & Exploration Partners Operating, LP (4049). The Debtors' main corporate and mailing address for purposes of these chapter 11 cases is: Energy & Exploration Partners, 420 Throckmorton St., Suite 1200, Fort Worth, TX 76102.

### **Schedule 1**

#### Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On December 7, 2015, each of the entities listed below filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the number assigned to the chapter 11 case of Energy & Exploration Partners, Inc.

- Energy & Exploration Partners, Inc.
- Energy & Exploration Partners, LLC
- Energy & Exploration Partners Operating GP, LLC
- Energy & Exploration Partners Operating, LP

**IN THE UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION**

In re

Energy & Exploration Partners, Inc.,

Debtor.

Chapter 11

Case No. 15-[ ] ( )

(Joint Administration Requested)

**CORPORATE OWNERSHIP STATEMENT**

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(1), the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the Debtor's equity interests:

<b>Shareholder</b>	<b>Approximate Percentage of Shares Held</b>
ENXP Offshore, L.P.	Warrants to Purchase Preferred Series A & B / 14.29%

**Fill in this information to identify the case and this filing:**

Debtor Name Energy & Exploration Partners, Inc.  
 United States Bankruptcy Court for the: Northern District of Texas  
 (State)  
 Case number (if known): \_\_\_\_\_

**Official Form 202****Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

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**Declaration and signature**

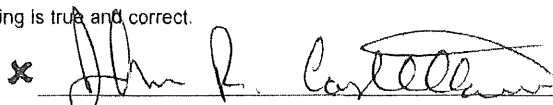
I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule \_\_\_\_\_
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/07/2015  
 MM / DD / YYYY

  
 Signature of individual signing on behalf of debtor

John R. Castellano  
 Printed name

Interim Chief Financial Officer  
 Position or relationship to debtor



**IN THE UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION**

In re

Energy & Exploration Partners, Inc.,

Debtor.

Chapter 11

Case No. 15-[ ] ( )

(Joint Administration Requested)

**LIST OF EQUITY SECURITY HOLDERS  
OF ENERGY & EXPLORATION PARTNERS, INC.**

<b>Equity Holder</b>	<b>Address of Equity Holder</b>	<b>Number of Shares or Units Held / Percentage of Equity Held (Fully Diluted)</b>
<b>Common Stock Holders</b>		
Burk, Scott	c/o Energy & Exploration Partners 420 Throckmorton St., Suite 1200 Fort Worth, TX 76201	2,500 / 0.29%
Galloway, Chad	c/o Energy & Exploration Partners 420 Throckmorton St., Suite 1200 Fort Worth, TX 76201	5,000 / 0.58%
H. Pettit HC, Inc.	3000 S. Hulen St., Suite 124-209 Fort Worth, TX 76109	3 / 0.00%
Hanna, Chase	c/o Energy & Exploration Partners 420 Throckmorton St., Suite 1200 Fort Worth, TX 76201	5,079 / 0.59%
Lasner, Carl	1225 Red Hawk Rd. Wimberley, TX 78696	943 / 0.12%
LaVaccare, Elizabeth Pettit	11684 Parkside Ave. Alpharetta, GA 30005	1,169 / 0.14%
Ledbetter, Matthew F.	5309 Judalon Ln., Houston, TX 77056	897 / 0.10%
Lightbound, Amber Boswell	Flat 14, Floor 7, Block A/B 142 Pok Fu Lam Road Pok Fu Lam, Hong Kong	8,804 / 1.03%
Lowe, Zachary	6918 Redstart Lane Dallas, TX 75214	2,358 / 0.28%
McNutt, Tom	420 Throckmorton St., Suite 1200 Fort Worth, TX 76102	10,000 / 1.17%
Nelson, Brian	420 Throckmorton St., Suite 1200 Fort Worth, TX 76102	50,000 / 5.84%

Oso + Toro Multi Strategy Fund Series Interests of the SALI Multi-Series Fund II 3(c)(1), L.P.	6836 Austin Center Blvd. Austin, TX 78731	56,604 / 6.61%
Oso + Toro Multi Strategy Fund (Tax Exempt) Segregated Portfolio of SALI Multi-Series Fund SPC, Ltd.	6836 Austin Center Blvd., Austin TX 78731	37,736 / 4.41%
Pennington, Pamela Noelle	5913 Terravista Dr. Austin, TX 78735	1,169 / 0.14%
Pettit 2012 Children's Trust	3000 S. Hulen St., Suite 124-209 Fort Worth, TX 76109	43,588 / 5.09%
Pettit 2012 Family Trust	3000 S. Hulen St., Suite 124-209 Fort Worth, TX 76109	197,899 / 23.12%
Pettit, John Foster Jr.	P.O. Box 1564 Uvalde, TX 78802	1,169 / 0.14%
Pettit, Laura	3000 S. Hulen St., Suite 124-209 Fort Worth, TX 76109	360 / 0.04%
Roberts, Jason	3005 Amherst Avenue Dallas, TX 75225	5,050 / 0.59%
Smith, Cody	c/o Energy & Exploration Partners 420 Throckmorton St., Suite 1200 Fort Worth, TX 76201	2,500 / 0.29%
Sylvia Signor Education Trust	3000 S. Hulen St., Suite 124-209 Fort Worth, TX 76109	9,356 / 1.09%
Sylvia Signor Family Trust	3000 S. Hulen St., Suite 124-209 Fort Worth, TX 76109	4,678 / 0.55%
Wilson, Steve	c/o Energy & Exploration Partners 420 Throckmorton St., Suite 1200 Fort Worth, TX 76201	2,500 / 0.29%
Wueste, Janice Boswell	2845 Manorwood Trail Fort Worth, TX 76109	717 / 0.08%
<b>Warrant Holders</b>		
Highbridge Principal Strategies – Mezzanine Partners II Delaware Subsidiary, LLC	40 West 57th St., 33rd Floor New York, NY 10019 Attn: Don Dimitrievich, Managing Dir.	74,648 / 8.72% Warrants to Purchase Preferred Series A & B
Highbridge Principal Strategies – AP Mezzanine Partners II, L.P.	40 West 57th St., 33rd Floor New York, NY 10019 Attn: Don Dimitrievich, Managing Dir.	8,667 / 1.01% Warrants to Purchase Preferred Series A & B
ENXP Offshore, L.P.	40 West 57th St., 33rd Floor New York, NY 10019 Attn: Don Dimitrievich, Managing Dir.	122,351 / 14.29% Warrants to Purchase Preferred Series A & B
ENXP Institutional, L.P.	40 West 57th St., 33rd Floor New York, NY 10019 Attn: Don Dimitrievich, Managing Dir.	13,132 / 1.53% Warrants to Purchase Preferred Series A & B
Apollo Investment Corporation	9 West 57th St. New York, NY 10019 Attn: Joseph D. Glatt, Chief Legal Ofc, Sec, and VP	60,778 / 7.10% Warrants to Purchase Preferred Series A

Apollo Special Opportunities Managed Account, L.P.	9 West 57th St. New York, NY 10019 Attn: Joseph D. Glatt, Chief Legal Ofc, Sec, and VP	35,251 / 4.12% Warrants to Purchase Preferred Series A
Apollo Centre Street Partnership, L.P.	9 West 57th St. New York, NY 10019 Attn: Joseph D. Glatt, Chief Legal Ofc, Sec, and VP	18,233 / 2.13% Warrants to Purchase Preferred Series A
ANS U.S. Holdings Ltd.	9 West 57th St. New York, NY 10019 Attn: Joseph D. Glatt, Chief Legal Ofc, Sec, and VP	7,293 / 0.85% Warrants to Purchase Preferred Series A

**Fill in this information to identify the case and this filing:**

Debtor Name Energy & Exploration Partners, Inc.  
 United States Bankruptcy Court for the: Northern District of Texas  
 (State)  
 Case number (if known): \_\_\_\_\_

**Official Form 202****Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

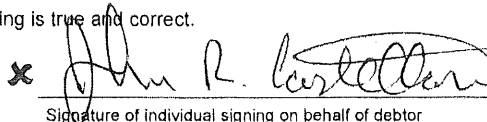
I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule \_\_\_\_\_
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/07/2015  
 MM / DD / YYYY

x   
 Signature of individual signing on behalf of debtor

John R. Castellano  
 Printed name

Interim Chief Financial Officer  
 Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION**

In re

Energy & Exploration Partners, Inc.,

Debtor.

Chapter 11

Case No. 15-[\_\_\_\_\_] (\_\_\_\_)

(Joint Administration Requested)

**LIST OF CREDITORS HOLDING  
THE 20 LARGEST UNSECURED CLAIMS**

The following is the list of Energy & Exploration Partners, Inc.'s (the "Debtor") creditors holding the 20 largest unsecured claims on an unconsolidated basis (the "List") based on the Debtor's books and records as of December 7, 2015. The List is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in these chapter 11 cases. The List does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101 or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. None of the creditors is a minor child. Creditors may assert claims differing in amount and priority against different Debtor entities. The information contained herein shall neither constitute an admission of liability by, nor is it binding on, the Debtor. The information herein, including the failure of the Debtor to list any claim as contingent, unliquidated or disputed, does not constitute a waiver of the Debtor's right to contest the validity, priority or amount of any claim. The Debtor reserves the right to make revisions and changes to the List as they may deem necessary or appropriate.

	<b>Name of Creditor</b>	<b>Name, telephone number, and complete mailing address (including zip code) of employee, agents, or department of creditor familiar with claim who may be contacted</b>	<b>Nature of claim (bond debt, trade debt, bank loan, government contracts, etc.)</b>	<b>Indicate if Claim is Contingent, Disputed, Unliquidated or Subject to Setoff</b>	<b>Amount (See FN 1)</b>
1.	US Bank National Association	13737 Noel Road, Suite 800 Dallas, TX 75240 Attn: Israel Lugo Phone: (972) 581-1623 Fax: (972) 581-1660 Email: israel.lugo@usbank.com	Bond Debt		\$388,812,500.00
2.	Chesapeake Exploration, L.L.C.	6100 North Western Avenue Oklahoma City, OK 73118 Attn: Douglas J. Jacobson Phone: (405) 935-9233 Fax: (405) 849-9233 Email: doug.jacobson@chk.com	Promissory Note		\$23,357,524.00
3.	RR Donnelley	3500 Maple Avenue, Suite 800 Dallas, TX 75373 Attn: Lee Anne Sexton Phone: (214) 443-1162 Fax: (312) 326-8001 Email: leeanne.sexton@rrd.com	Trade Debt		\$316,203.24
4.	Faulk Barchus, PLLC	800 Bering Drive, Suite 400 Houston, TX 77057 Phone: (713) 239-4000	Trade Debt		\$12,393.00
5.	Ernst & Young LLP	200 Plaza Drive Secaucus, NJ 07094 Attn: Chris Lallo and Howard Tucker Fax: (866) 423-5274	Trade Debt		\$4,000.00
6.	Petrobeacon Technology Ltd	119-14th Street NW, Suite 400 Calgary, AB T2N 1Z6 Attn: Terri Phone: (403) 519-6203	Trade Debt		\$3,776.25
7.	AT Solutions, Inc.	801 Cherry St., Ste LLG 50 Mailbox 3 Fort Worth, TX 76102 Attn: Joyce Teters Phone: (888) 312-2142 Fax: (800) 547-1333 Email: Billing@enterhost.com	Trade Debt		\$3,346.78
8.	Dowell Pham Harrison, LLP	505 Pecan St. Suite 101 Fort Worth, TX 76102 Phone: (817) 632-6300	Trade Debt		\$1,590.00
9.	Intralinks, Inc	PO Box 392134 Pittsburgh, PA 15251-9134 Phone: (212) 342-7676 Email: billing@intralinks.com	Trade Debt		\$1,421.44
10	Air Conditioning Innovative Solutions, Inc.	1028 N. McDonald McKinney, TX 75069 Attn: Jennifer Rodriguez	Trade Debt		\$807.82

	<b>Name of Creditor</b>	<b>Name, telephone number, and complete mailing address (including zip code) of employee, agents, or department of creditor familiar with claim who may be contacted</b>	<b>Nature of claim (bond debt, trade debt, bank loan, government contracts, etc.)</b>	<b>Indicate if Claim is Contingent, Disputed, Unliquidated or Subject to Setoff</b>	<b>Amount (See FN 1)</b>
		Phone: (972) 562-6507 Fax: (972) 562-6578			
11.	The Whitney Smith Company, Inc.	301 Commerce Street Suite 1950 Fort Worth, TX 76102 Phone: (817) 877-0014 Fax: (817) 877-3846	Trade Debt		\$760.00
12.	Platinum Parking	2001 Bryan Street Suite 1550 Dallas, TX 75201 Phone: (817) 841-8273	Trade Debt		\$730.70
13.	EnerCom, Inc.	800 18th Street Suite 200 Denver, CO 80202 Attn: Heather Boelter Phone: (303) 296-8834 Fax: (303) 293-9904 Email: hboelter@enercominc.com	Trade Debt		\$93.75

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 United States Bankruptcy Court for the: Northern District of Texas  
(State)  
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**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

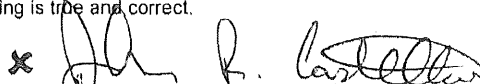
I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule \_\_\_\_\_
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration List of Creditors Holding 20 Largest Unsecured Claims

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/07/2015  
 MM / DD / YYYY

x   
 Signature of individual signing on behalf of debtor

John R. Castellano  
 Printed name

Interim Chief Financial Officer  
 Position or relationship to debtor



**UNANIMOUS WRITTEN CONSENT OF THE  
BOARD OF DIRECTORS OF  
ENERGY & EXPLORATION PARTNERS, INC.**

The undersigned, being all of the members of the Board of Directors (the "Board") of Energy & Exploration Partners, Inc. ("ENXP, Inc." or the "Company"), established pursuant to Article III of the Company's Bylaws, dated as of July 31, 2012 (the "Bylaws") hereby adopt the following resolutions (the "Resolutions") by written consent effective as of December 7, 2015 (the "Effective Date"). Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Bylaws.

**WHEREAS**, the Board has the full and exclusive powers and authority to consider, and take any actions relating to, the matters set forth in these Resolutions; and

**WHEREAS**, the Board reviewed and considered the materials presented by the Company's management team and the financial and legal advisors of the Company, including the presentations to the Board regarding the liabilities and liquidity of the Company, the strategic alternatives available to it, and the impact of the foregoing on the Company's businesses; and

**WHEREAS**, the Board has had an opportunity to consult with the Company's management team and financial and legal advisors to the Company and fully consider each of the strategic alternatives available to the Company.

**I. Voluntary Petition Under the Provisions of Chapter 11 of Title 11 of the United States Code**

**NOW, THEREFORE, BE IT RESOLVED**, that in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors and other parties in interest, that the Company file, or cause to be filed, a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Northern District of Texas; and it is

**RESOLVED FURTHER**, that John R. Castellano, the Interim Chief Financial Officer of Energy & Exploration Partners, Inc., or any other officer as designated by the Board (collectively, the "Authorized Officers"), acting alone or with one or more other Authorized Officers, be, and they hereby are, authorized to execute and file on behalf of the Company and its subsidiaries, all petitions, schedules, lists and other motions, papers, or documents, and to take any and all actions that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's or its subsidiaries' businesses.

**II. Debtor in Possession Financing**

**NOW, THEREFORE, BE IT RESOLVED**, that the forms, terms and provisions of debtor-in-possession financing to fund, among other things, postpetition operating expenses and expenses of administration of the Debtors' chapter 11 cases, in substantially the form summarized for the Board, be, and the same hereby are in all respects approved, and B. Hunt

Pettit, the Chief Executive Officer, is hereby authorized and empowered, in the name of and on behalf of the Company and its subsidiaries, to execute a debtor-in-possession credit agreement (such executed agreement, the "DIP Credit Agreement") to which the Company or its subsidiaries are parties, each in the form as the Chief Executive Officer executing the same shall approve, such approval to be conclusively evidenced by his execution and delivery thereof, and it is;

**RESOLVED FURTHER**, that the Company and its subsidiaries, as debtors and debtors in possession under the Bankruptcy Code shall be, and hereby are, authorized to incur all obligations incurred under the DIP Credit Agreement (the "DIP Obligations") and undertake any and all related transactions contemplated thereby (collectively, the "Financing Transactions"); and it is

**RESOLVED FURTHER**, that the Chief Executive Officer, or any other Authorized Officer as designated by the Board, hereby is authorized, directed and empowered from time to time in the name and on behalf of the Company and its subsidiaries to take any and all such actions, and to execute and deliver or cause to be executed and delivered under seal of the Company or its subsidiaries or otherwise, any and all such other documents, agreements, certificates, writings and instruments to be delivered in connection with the DIP Credit Agreement (including, without limitation, any amendments, supplements, or modifications to the DIP Credit Agreement and such other documents, agreements, certificates, writings and instruments to be delivered in connection therewith), and to grant the security interests in or liens on any real or personal property of the Company or its subsidiaries now or hereafter acquired as contemplated in the DIP Credit Agreement, with full authority to indorse, assign, or guarantee any of the foregoing in the name of the Company or its subsidiaries in each case, as any such Authorized Officer may deem necessary or advisable to carry out the intent and purposes of the immediately foregoing resolution, and his or her execution and delivery therefore to be conclusive evidence that he or she deems is necessary or advisable, his or her execution and delivery thereof to be conclusive evidence of his or her authority, to so act and his or her approval thereof; and it is

**RESOLVED FURTHER**, that the Chief Executive Officer or any other Authorized Officer as designed by the Board be, and hereby is, authorized and directed, and each of them, acting alone, hereby is, authorized, directed, and empowered in the name of, and on behalf of, the Company and its subsidiaries, as debtors and debtors in possession, to take such actions and execute and deliver (a) the DIP Credit Agreement and such agreements, certificates, instruments, guaranties, notices and any and all other documents as such Authorized Officers may deem necessary and appropriate to facilitate the financing transactions thereunder (collectively, the "Financing Documents"); (b) such other instruments, certificates, notices, assignments and documents as may be reasonably requested by the lenders to the DIP Credit Agreement (collectively, the "DIP Lenders"); and (c) such forms of deposit account control agreements and other agreements with third parties relating to the collateral (including without limitation, bank agency agreements, lockbox agreements, cash management agreements, landlord agreements and warehouse waivers), officer's certificates and compliance certificates as may be required by the DIP Credit Agreement or any other Financing Document; and it is



**RESOLVED FURTHER**, that the Chief Executive Officer, or any other Authorized Officer as designated by the Board, be, and each of them hereby is, authorized and empowered to authorize the DIP Lenders to file any Uniform Commercial Code (the "UCC") financing statements and any necessary assignments for security or other documents in the name of the Company and its subsidiaries that any DIP Lender deems necessary or convenient to perfect any lien or security interest granted under the DIP Credit Agreement, including any such UCC financing statement containing a supergeneric description of collateral, such as "all assets," "all property now or hereafter acquired" and other similar descriptions of like import, and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of the Company and its subsidiaries and such other filings in respect of intellectual and other property of the Company and its subsidiaries, in each case as the DIP Lenders may reasonably request to perfect the security interests of the DIP Lenders under the DIP Credit Agreement; and it is

**RESOLVED FURTHER**, that the Chief Executive Officer, or any other Authorized Officer as designated by the Board, be, and hereby is, authorized and empowered to take all such further actions including, without limitation, to pay all fees and expenses in accordance with the terms of the Financing Documents, which shall in their sole judgment be necessary, proper or advisable to perform the Company's and its subsidiaries' obligations under or in connection with the DIP Credit Agreement or any of the other Financing Documents and the transactions contemplated therein and to carry out fully the intent of the foregoing resolutions; and it is

**RESOLVED FURTHER**, that Chief Executive Officer, or any other Authorized Officer as designated by the Board, be, and hereby is, authorized and empowered to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the DIP Credit Agreement or any of the Financing Documents which shall in his sole judgment be necessary, proper or advisable.

### **III. Retention of Professionals**

**NOW, THEREFORE, BE IT RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Bracewell & Giuliani LLP, as bankruptcy counsel to represent and assist the Company and its subsidiaries in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations, including filing any pleadings and petitions for relief; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and to cause to be filed an appropriate application for authority to retain the services of Bracewell & Giuliani LLP; and it is

**RESOLVED FURTHER**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Evercore Group L.L.C., as financial advisor to represent and assist the Company and its subsidiaries in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay

appropriate retainers and to cause to be filed appropriate applications for authority to retain the services of Evercore Group L.L.C.; and it is

**RESOLVED FURTHER**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of AP Services, LLC, as restructuring advisor to represent and assist the Company and its subsidiaries in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and to cause to be filed appropriate applications for authority to retain the services of AP Services, LLC; and it is

**RESOLVED FURTHER**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Ernst & Young, as tax advisor to represent and assist the Company and its subsidiaries in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and to cause to be filed appropriate applications for authority to retain the services of Ernst & Young; and it is

**RESOLVED FURTHER**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Hein & Associates, as independent auditor to represent and assist the Company and its subsidiaries in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and to cause to be filed appropriate applications for authority to retain the services of Hein & Associates; and it is

**RESOLVED FURTHER**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Prime Clerk LLC, as notice, claims and balloting agent to represent and assist the Company and its subsidiaries in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations; and in connection therewith, the Authorized Officers, with power of delegation are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and to cause to be filed appropriate applications for authority to retain the services of Prime Clerk LLC; and it is

**RESOLVED FURTHER**, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.



#### **IV. Further Actions and Prior Actions**

**NOW, THEREFORE, BE IT RESOLVED**, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of them, acting alone, hereby is authorized, directed and empowered, in the name of, and on behalf of, the Company and its subsidiaries, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such Authorized Officer's judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the resolutions; and it is

**RESOLVED FURTHER**, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of, and on behalf, of the Company or its subsidiaries, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects confirmed, approved and ratified.

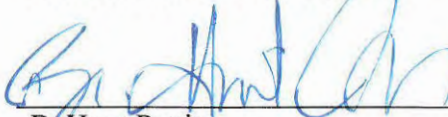
This consent may be executed in two or more counterparts, each of which shall be deemed an original and together constitute one and the same consent.

*[Signature Page Follows]*

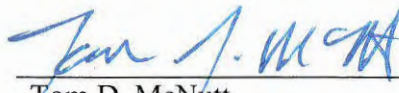
**IN WITNESS WHEREOF**, the undersigned members of the Board have executed this unanimous written consent.

Date: December 6, 2015  
Fort Worth, Texas

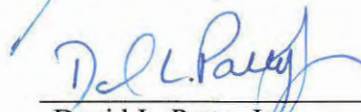
MEMBERS OF THE BOARD



B. Hunt Pettit



Tom D. McNutt



David L. Patty, Jr.



Brian C. Nelson

BTXN 170

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS

IN RE:

Energy & Exploration Partners, Inc.

Debtor(s)

§  
§  
§  
§  
§

Case No. \_\_\_\_\_

Chapter 11

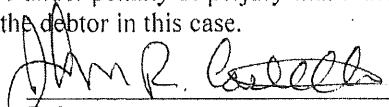
**DECLARATION FOR ELECTRONIC FILING OF  
BANKRUPTCY PETITION AND MASTER MAILING LIST (MATRIX)**

**PART I: DECLARATION OF PETITIONER:**

As an individual debtor in this case, or as the individual authorized to act on behalf of the corporation, partnership, or limited liability company seeking bankruptcy relief in this case, I hereby request relief as, or on behalf of, the debtor in accordance with the chapter of title 11, United States Code, specified in the petition to be filed electronically in this case. I have read the information provided in the petition and in the lists of creditors to be filed electronically in this case and ***I hereby declare under penalty of perjury*** that the information provided therein, as well as the social security information disclosed in this document, is true and correct. I understand that this Declaration is to be filed with the Bankruptcy Court within seven (7) business days after the petition and lists of creditors have been filed electronically. I understand that a failure to file the signed original of this Declaration will result in the dismissal of my case.

- ☐ *[Only include for Chapter 7 individual petitioners whose debts are primarily consumer debts] –*  
I am an individual whose debts are primarily consumer debts and who has chosen to file under chapter 7. I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each chapter, and choose to proceed under chapter 7.
- ☒ *[Only include if petitioner is a corporation, partnership or limited liability company] –*  
I hereby further declare under penalty of perjury that I have been authorized to file the petition and lists of creditors on behalf of the debtor in this case.

Date: 12/2/15

  
Debtor

Joint Debtor

**PART II: DECLARATION OF ATTORNEY:**

I declare ***under penalty of perjury*** that: (1) I will give the debtor(s) a copy of all documents referenced by Part I herein which are filed with the United States Bankruptcy Court; and (2) I have informed the debtor(s), if an individual with primarily consumer debts, that he or she may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

Date: 12/2/15

/s/ William A. (Trey) Wood III  
Attorney for Debtor